

UNIVERSITY BOARD

MINUTES OF THE MEETING HELD ON FRIDAY, 9 FEBRUARY 2018

Present:	Prof R Conder	Independent Board Member (Chair)
	Mr J Andrews	Chief Operating Officer (COO)
	Mr D Asaya	President, Students' Union at Bournemouth University
	Mr N Beal	Independent Board Member
	Mr G Beards	Director of Finance & Performance (DoFP)
	Mr J Clark	Independent Board Member
	Mrs S Collins	Independent Board Member
	Miss A D'Abreo	Independent Board Member
	Prof J Holscher	Elected Academic Staff member (Items 1 to 3)
	Mr S Jones	Independent Board Member
	Mr D Kane	Independent Board Member
	Mrs J Lang	Independent Board Member (Deputy Chair)
	Prof T McIntyre-Bhatty	Deputy Vice-Chancellor (DVC)
	Ms P Peckham	Elected Professional & Support Staff Member
	Dr C Shaw	Independent Board Member
	Mr D Skinner	Independent Board Member
	Ms C Troy	Independent Board Member
	Prof J Vinney	Vice-Chancellor (VC)
In Attendance:	Mr G Rayment	Corporate Governance & Committees Manager
	Ms D Wakely	Clerk to the University Board
Apologies:	Mr A Brien	Independent Board Member
	Mr D Furniss	Independent Board Member
	Prof T Irish	Independent Board Member
	Mrs A Oloyede	Independent Board Member
	Prof E Rosser	Elected Senate Member

The Chair welcomed newly elected Professional & Support Staff Member Paula Peckham.

Declarations of Interest

Mr Beards, Professor McIntyre-Bhatty and Mr J Clark are Directors of the University's subsidiary company BU Innovations Ltd. Mr Andrews is a member of the Board of the Dorset Local Enterprise Partnership. The Chair advised that he would be re-joining a committee of the government of Guernsey as a non-elected member. Ms Peckham declared that her cousin had received an offer of a student place at the University and the Chair advised that she should withdraw from the meeting for agenda item 6.1 (Proposals for Fee Delegations).

17/001 CPD PRESENTATION ON SENIOR POST HOLDERS' REMUNERATION AND STAFF PAY

17/001a The Chair (substituting for Mr Irish), the Clerk to the Board and the COO provided a presentation on senior remuneration and staff pay (available to Board Members on the University's I:drive). The Chair set out the terms of reference (as approved by the

Board), membership and processes of the Remuneration Committee. Membership of the Committee comprised only independent Board Members and the Chair of the Board did not Chair the Committee in order to ensure independence. The membership of the Committee was subject to Board approval on the recommendation of the Nominations Committee. Unlike Scottish universities, there was no requirement in English universities to appoint student or staff members to the Remuneration Committee. The draft CUC Remuneration Guidance stated that this should not normally be necessary provided the Committee was composed of independent members and reported fully to the Board on its activities and processes.

- 17/001b The Clerk to the Board summarised current developments, including the draft CUC Remuneration Guidance. Some proposed changes to the Committee's Operating Framework arising from the new guidance would be presented to the May 2018 meeting of the Board for approval. All Board Members were invited to comment on the draft code (available on the University Board I: drive or from the Clerk) and submit any comments to the Clerk to the Board by 23rd February.
- 17/001c An analysis had shown that the University was compliant with the principles of the Code, but some further refinements to increase transparency had been proposed. These included the submission of an annual report from the Committee to the Board every November, based on the model suggested by the CUC. The intention was that this report would be published and shared with the Office for Students (OfS). The University would also publish the pay ratios proposed in the guidance (VC salary compared to average staff salary) as well as quarterly publication of the University Executive Team's (UET's) expenses. The Committee's Operating Framework would also be published following approval. In terms of disclosures in the annual Financial Statements, there remained a requirement to publish the numbers of staff receiving over £100,000 per annum, along with further justification of any remuneration exceeding £150,000 per annum.
- 17/001d Members discussed the information provided to the Board in respect of the final salary figures approved by the Remuneration Committee. The details of the VC's remuneration were published in the financial statements and the figures for other Senior Post Holders were provided in bands to protect individuals' data in accordance with guidance from the Information Commissioner. Authority to approve the final figures was delegated to the Committee and not referred back to the full Board, in keeping with best practice. The full Board would receive assurance regarding the Committee's processes through the annual report and independent reviews of the Committee's effectiveness.
- 17/001e The Board agreed a proposal from Mrs Lang that a short paper also be presented annually to the Audit, Risk & Governance Committee (ARG) detailing any change of process in respect of senior remuneration. The intention being that ARG would then be in a position to provide assurance to the Board that the processes and procedures were appropriate.

ACTION: ARG to receive an annual report on any changes to the process for setting senior staff remuneration.

Action by: Clerk to the Board

- 17/001f The COO presented an overview of the pay arrangements for other University staff who were not Senior Post Holders, including the national negotiating framework, pay scales and progression. In terms of equal pay, detailed reports were made to the

Finance & Resources Committee. Staff within grades were paid equally but a pay gap persisted overall because there were fewer women and Black, Asian and Minority Ethnic (BAME) staff in senior roles. There was now a requirement to submit data on equal pay to HESA and a sector-wide report would be published in due course.

MINUTES OF PREVIOUS MEETINGS

17/002 Minutes of the University Board Meeting, 24 November 2017 [UB-1718-3-001]

The minutes were **approved** as an accurate record.

17/003 Matters Arising and Actions Register [UB-1718-3-002]

The Actions Register extract was noted. All outstanding items had been completed, with the exception of the Board Papers Working Group which would progress following the FRC effectiveness review in the Spring.

17/004 BU2025 STRATEGIC PLAN [UB-1718-3-003]

17/004a The VC presented the BU2025 Strategic Plan for approval, following the consultation on the draft with staff, trade unions and students (presentation available to Board Members on the University Board I:drive). The response had been very supportive and 3 new strategic actions had been added, bringing the total number of actions to 100. Refinements had been made to some of the wording to make it more accessible but the Vision statement remained unchanged. BU2018 would continue until the end of July, and the interim period would be spent preparing for the implementation of BU2025.

17/004b The DVC presented a recommended revised set of risk appetite statements for BU2025. He highlighted upward shifts in risk appetite for 'Education and Student Experience' and 'Research & Knowledge Exchange', in keeping with the need to encourage innovation and align research activity with the strategic objectives. The lower boundary for 'People & Culture' had also shifted upwards reflecting a more rigorous approach to performance management. 'Compliance' risk appetite had increased slightly to reflect the fact that best practice had not yet been established in some areas.

17/004c Turning to the proposed framework for KPIs, the DVC explained that these were based on the Vision statement and also intended to focus on team based approaches with a continuing theme of focusing on Departments rather than Faculties. They comprised both qualitative and quantitative measures. Subject to comments on the framework, the detailed KPIs and targets would be presented to the next meeting of the Board for approval. Annual milestones could be included where appropriate to enable monitoring of progress towards the targets, although it was noted that it was not possible to provide a 'red flag' or traffic light system for all elements of the KPIs, particularly those based on qualitative measures.

17/004d The COO presented an overview of outline estates and digital investment over the life of the strategy. The IT plan was expected to move from hardware/infrastructure investment towards more flexible/adaptable systems based on user needs. Members discussed whether the University was 'catching-up' or moving ahead in terms of its

digital investment and the COO explained that the plan would contain elements of both.

- 17/004e The DoFP presented the financial performance plans for BU2025 [confidential]. The financial plans were based on undergraduate student fees remaining unchanged at £9,250 per annum. Prudent borrowing would be used to increase the pace of investment and was planned to remain within the BU self-imposed limit of two thirds of the HEFCE Borrowing Threshold. In terms of assumptions regarding fees and student recruitment, the VC explained that there would continue to be pause points and key metrics would be kept under review to allow the pace of change to be varied if necessary.
- 17/004f The Chair invited questions from Members. The academic staff member expressed the view that the UK's exit from the EU was impacting on the ability to access EU research funding. Members agreed that the risk of being excluded from EU research bids was a concern, but noted that this currently comprised approximately 15% of the Universities research funding. The SUBU President noted that the attainment gap had increased from 17% to 20% and asked if the Strategy included a clear plan to tackle inequalities. The VC responded that measures to address inequalities were now embedded for all staff and students, in terms of both access and attainment.
- 17/004g The Board **approved** the BU2025 Strategic Plan and the Risk Appetite Statements. The Draft BU2025 Financial Plan, KPI Framework, Draft Estates Development Framework 2 overview and Draft IT Plan overview were **noted**.

CONTEXT SETTING AND UPDATE REPORTS

17/005 VC's BU Update Report

The VC presented highlights of his update report including changes to Government Ministers. The OfS was now established and would succeed HEFCE as principal regulator from April 2018. Work was progressing in preparation for registering the University with the OfS. The University had responded to the consultation on the Knowledge Exchange Framework (KEF). The Migration Advisory Committee consultation on the impact of international students had closed but the outcomes were not yet known. Internal developments had focused on planning and budgeting as well as sustainability (notably the new Green Rewards scheme) and ongoing estates developments.

The VC's Update Report was **noted**.

17/006 SUBU Update Report

The SUBU President presented highlights of his update report. These included the refreshers fair, sexual violence awareness week (which had stimulated good discussions around issues of consent), the successful BAME Awards event and the celebration of LGBTQ+ history month. The Board **noted** the report and the Chair thanked the SUBU President for his speech at the International Commencement Ceremony. The COO added that the Refreshers Fair had been an excellent event and thanked all those involved.

CHAIR'S REPORTS

17/007 Committee Memberships and Appointments

17/007a The Chair presented a tabled paper containing recommendations arising from the Nominations Committee meeting which took place on 8th February 2018 in respect of Board Committee Memberships.

17/007b The Board **approved** the co-option of Des Pullen to Finance and Resources Committee for a period of 3 years commencing 1st March 2018 and the co-option of Josephine Grunwell to Remuneration Committee for a period of 3 years commencing 1st March 2018.

Ms. Troy withdrew from the meeting

17/007c The Board **approved** the temporary appointment of Caroline Troy to the Remuneration Committee commencing on 10th February 2018 and ending on 28th February 2018, in order to ensure that the Committee remained quorate pending the appointment of Ms Grunwell.

Ms. Troy re-joined the meeting.

17/008 Board Statement of Primary Responsibilities

The Board reviewed and **approved** the Statement of Primary Responsibilities without amendment.

17/009 Chair's Action and Use of the University Seal

The Board **noted** the report.

17/010 Summary Report of Members' Development Reviews

The Board **noted** the report and the schedule of forthcoming development reviews. The Chair thanked Members for their responses to the anonymous 360° Chair feedback survey. The results would help to inform the Chair's subsequent development review discussion with the Deputy Chair.

STRATEGIC MATTERS

17/011 Key Performance Indicators (KPIs)

The VC presented the KPI report. The Student/Staff ratio remained static at 18.2:1 and this target was due to be revised to 16.25:1 under BU2025. Academic vacancies had impacted on the figure, being slightly higher than normal. Some KPIs would not be achieved by the end of BU2018, such as Staff Satisfaction (as there would not be a further staff survey during the life of BU2018). The report was **noted**.

OPERATIONAL MATTERS

17/012 Proposals for Fee Delegations

Ms Peckham withdrew from the meeting for this item.

The DVC presented this report and the Board **approved** the delegated authority to approve categories of fees as set out in Table 1 of the report.

Ms Peckham re-joined the meeting.

17/013 Carbon Management Plan

The COO presented the annual report on the Carbon Management Plan. The University remained on track to achieve the 40% reduction target by 2020/21.

The Board **noted** the Carbon Management Plan annual report.

17/014 Delegated Authority for E-Auction of BU Electricity Supplies

The Board **approved** the request to delegate authority to the DoFP and Head of Procurement to negotiate a 12 or 24 month, fixed price Electricity Supply Contract to commence 1st October 2018, at a price no greater than 10% above that of the existing electricity supply contract.

17/015 Weymouth House Re-modelling Project

17/015a The COO presented this business case which would enable the full remodelling of the 4th floor of Weymouth House to create a new high quality work environment for the Faculty of Media & Communication. The cost of the project was contained within the EDF budget approved by the Board and the COO confirmed that he was content with the level of contingency included within the budget. The work would be carried out over the Summer in order to minimise disruption and the principles for the use of space had been agreed with the trade union.

17/015b The Board **approved** the business case for the Weymouth House Re-modelling project with total project funding of £[confidential] including VAT to enable the delivery of the project. The approval was subject to satisfactory completion of contractual matters with the contractor following selection via a competitive tender process.

17/016 Student IT Roll-out 2018/19 Business Case

17/016a The COO presented this business case to update student computer hardware and upgrade the operating system. The costs were contained within the agreed IT capital envelope previously provided to the Board. An update was normally undertaken annually, but this year Board approval was required as the total cost exceeded £1 million.

17/016b The Board **approved** the Business Case for the Student IT Roll-out 2018/19 with total project funding of £[confidential] including VAT.

17/017 New Charity Commission Guidance on Safeguarding and Trustee Duties

17/017a The COO presented the draft Safeguarding Policy which had been informed by the Charity Commission's new Guidance on Safeguarding and Trustee Duties. The University's safeguarding arrangements had previously been embedded in various BU Policies and procedures, but to ensure transparency and clarity a new single policy had been developed. The policy was also a requirement for degree apprenticeships.

It was proposed that review and oversight of the policy, including an annual report on its operation, be delegated to the ARG who would also receive reports of any incidents arising under the procedures.

- 17/017b Members noted the importance of robust record keeping policies in the case of any incidents or allegations. The COO explained that this would form part of the records retention review being undertaken in the context of the GDPR implementation. Members asked how the University received assurances regarding the safeguarding policies of partner organisations. The COO explained that this was dealt with through the approval process for partners. It was agreed to review the position regarding SUBU and consider whether an amendment was required to the Students' Union Code of Practice to specifically address this point. The COO confirmed that risk assessments in respect of placements ensured that safeguarding issues were appropriately considered and he could report back on further detail.

ACTION: To review the assurance processes in respect of SUBU's safeguarding arrangements and propose recommendations to the Students' Union Code of Practice if required.

Action by: COO/Clerk to the Board

ACTION: To provide confirmation on how the process for risk assessments in respect of placements ensured that safeguarding issues were appropriately considered.

Action by: COO/Head of Student Services

- 17/017c The Board **approved** the Safeguarding Policy and delegated future oversight and approval of the Policy, including an annual report on its operation, to the ARG Committee.

COMMITTEE REPORTS

17/018 Finance & Resources Committee (19 January 2018)

The minutes were **noted**.

17/019 The Management Accounts were **noted**.

17/020 The amendments to the Terms of Reference as set out at 2.1 of the minutes were **approved**.

17/021 Remuneration Committee (23 November 2017 and 8 December 2017)

The minutes were **noted**.

17/022 Honorary Awards Committee (HAC) (23 November 2017)

The minutes were noted.

17/023 HAC Terms of Reference

The amendments to the Terms of Reference as set out at 2.1 of the minutes were **approved**.

17/024 Senate (1 November 2017)

The minutes were **noted**.

17/025 Senate Terms of Reference

The amendments to the Terms of Reference as set out at 2.5 of the minutes were **approved**.

17/026 ANY OTHER BUSINESS

17/026a The COO presented a tabled paper seeking approval to negotiate a change to the break point in the Melbury House Lease. The Board **approved** the Melbury House lease break date extension to September 2021 and that BU would enter into a Deed of Variation of the lease accordingly. In the event that further minor amendments to lease terms were deemed necessary to achieve the desired outcome the Board delegated authority to the Chair to approve an amended Deed of Variation by Chair's action with the usual Board signatories authorised to witness the application of the seal.

17/026b Following recent media reports of incidents at other Universities, Members enquired about the University's policy regarding sharing information regarding any individual student's wellbeing concerns with that student's parents. The COO explained that the University was bound not to disclose personal information regarding students, although it would be normal practice to encourage a student to seek support from their parents where that was appropriate.

17/026c The SUBU President advised that the Graduation Steering Group had discussed the possibility of the University holding a second annual graduation ceremony during the summer months to address the needs of some students, particularly international students. The DVC would seek further information on the Graduation Steering Group's discussions from the Head of Academic Services out-of-committee.

17/026d Members enquired about progress with the Faculty of Management (Business School's) application for AACSB accreditation. The VC reported that it was progressing well and was now in the final assessment period. The DVC added that a full mock review exercise had taken place with good results overall.

17/027 DATE OF NEXT MEETING

The next Board Meeting will take place on Friday, 4th May 2018, and will be preceded by a Board Dinner on the evening of Thursday 3rd May.

Clerk to the University Board
February 2018

Approved as a true and accurate record:

..... Date:..... May 2018.....
Prof R Conder (Chair)